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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

OBJECTION TO TRUSTEE'S DETERMINATION OF CLAIM

Trust U/W/O Philip L. Shapiro (the “Shapiro Trust”), hereby objects to the Notice of Trustee’s Determination of Claim dated May 12, 2010 (“Determination Letter”), attached hereto as Exhibit A, as described herein.

BACKGROUND

1. In or about July 1997, an account (Account No. 1-S0338-3 and 1-S0338-4) was opened with Bernard L. Madoff Investment Securities LLC (“Madoff”) in the name of Trust U/W/O Philip L. Shapiro (the “Shapiro Trust Customer Account”).¹ The Shapiro Trust is a “customer” of Madoff, as defined by the Securities Investor Protection Act (“SIPA”).

¹ All personal information relating to the Shapiro Customer Account has been redacted for security reasons.

2. From the creation of the Shapiro Trust Customer Account, Mr. Shapiro received regular communications from Madoff, including monthly statements, trade confirmations, and quarterly portfolio management reports.

3. The final Madoff statement dated November 30, 2008 (the “Final Madoff Statement”) for the Shapiro Trust Customer Account shows that Shapiro owned securities with a market value of \$302,636.49 in the Shapiro Customer Account. A copy of the Final Madoff Statement is annexed to the Shapiro Trust Customer Claim (defined below).

4. On December 11, 2008, an action was commenced against Madoff by the Securities & Exchange Commission in the United States District Court for the Southern District of New York. On December 15, 2008, this liquidation proceeding was commenced pursuant to the SIPA. *See Order, Securities and Exchange Commission v. Madoff, No. 08-10791 (S.D.N.Y. Dec. 15, 2008)* (ordering relief under SIPA and transferring proceeding to the United States Bankruptcy Court for the Southern District of New York) [Dkt. No. 4]. Irving Picard was appointed Trustee (“Trustee”), charged, *inter alia*, with overseeing the liquidation of Madoff and processing customer claims for money pursuant to SIPA. *Id.*; 15 U.S.C. § 78fff-1(a).

5. On December 23, 2008, the Court issued an Order directing the Trustee to disseminate notice and claim forms to Madoff customers and setting forth claim-filing deadlines. *See Order* [Dkt. No. 12].

6. The December 23, 2008 Order further provided that, to the extent the Madoff Trustee disagrees with the amount set forth on a customer claim form, the Madoff Trustee “shall notify such claimant by mail of their determination that the claim is disallowed, in whole or in part, **and the reason therefor . . .**” *See Order at 6 (emphasis added) [Dkt. No. 12]*.

7. On or about June 17, 2009, the Shapiro Trust timely filed a claim for the Shapiro Trust Customer Account for securities (the “Shapiro Trust Customer Claim”) based on the

November 30, 2008 Final Madoff Statement in the amount of \$302,636.49. A copy of the Shapiro Trust Customer Claim with the Final Madoff Statement is attached hereto as Exhibit B.

8. On March 1, 2010, the Court issued a decision affirming the Trustee's net investment method for determining customer claims. That decision has been appealed, and a final resolution on the issue is pending.

9. On May 12, 2010, the Trustee sent the Shapiro Trust the Determination Letter rejecting the Shapiro Trust Customer Claim and stating that the Shapiro Trust is not entitled to a payment because (a) no securities were purchased for the Shapiro Trust Customer Account and (b) the Shapiro Trust Customer Account does not have a positive net equity because more funds had been withdrawn than deposited into the account.

GROUND FOR OBJECTION

I. The Determination Letter Fails To Comply With The Court's Order.

10. The Determination Letter fails to comply with this Court's December 23, 2008 Order, which directs the Trustee to satisfy customer claims in accordance "with the Debtor's books and records." Dec. 23, 2008 Order at 5 [Dkt. No. 12]. The Shapiro Trust Customer Claim was evidenced by the Final Madoff Statement showing a value of \$302,636.49 and listing the securities purportedly purchased for the account, which reflects the "Debtor's books and records" and by which the Trustee is bound absent proof that the owner of the Shapiro Trust Customer Account did not have a "legitimate expectation" that the balance on the Final Madoff Statement, confirmations, credit advices and portfolio management report represented his property.

II. The Trustee Does Not Set Forth the Legal Basis for Disallowing the Claim in Full.

11. The Trustee failed to set forth a legal basis for the position he has taken for the calculation of the claim. *See* Determination Letter. The Determination Letter:

(a) does not clearly provide “the reason” for the disallowance, as required by the Court’s December 23, 2008 Order, *see* Order [Dkt. No. 12];

(b) is insufficient to rebut the *prima facie* validity of the Shapiro Customer Claim as provided in Section 502(a) of the Bankruptcy Code and Fed. R. Bankr. P. 3001(f);

(c) violates general principles of applicable law requiring that an objection to a proof of claim set forth, at a minimum, the relevant facts and legal theories upon which the objection is based, *see, e.g.*, Collier on Bankruptcy ¶ 3007.01(3) (15th ed.) (“an objection to a claim should . . . meet the [pleading] standards of an answer”); *In re Enron Corp.*, No. 01-16034, 2003 Bankr. LEXIS 2261, at *25 (Bankr. S.D.N.Y. Jan. 13, 2003) (same); and

(d) includes an exhibit, which purportedly calculates the money deposited less subsequent withdrawals without any supporting documentation, that is completely unsubstantiated and incorrect. To the extent that the Trustee’s “reconciliation” differs from the Shapiro Trust Customer Claim and or the account from which the initial deposit was transferred, the Trustee should produce evidence supporting his “reconciliation.”

III. The Trustee Has Failed to Honor Customer Expectation.

12. The Trustee has failed to fulfill the requirement that he honor the legitimate expectations of a customer.

13. The legislative history of SIPA makes clear that Congress’ intent in enacting the legislation was to protect the legitimate expectations of customers. Congressman Robert Eckhardt, (D) Texas, sponsor of amendments to SIPA to increase the amount of advance available to customers and expedite the process, commented on the purpose of the legislation as follows:

Under present law, because securities belonging to customers may have been lost, improperly hypothecated, misappropriated, *never purchased* or even stolen, it is not always possible to

provide to customers that which they expect to receive, that is, securities which they maintained in their brokerage account . . . By seeking to make customer accounts whole and returning them to customers in the form they existed on the filing date, the amendments . . . would satisfy the customers' legitimate expectations . . .

S. Rep. No. 95-763, at 2 (1978) (*emphasis added*).

A customer generally expects to receive *what he believes* is in his account at the time the stockbroker ceases business. But because securities may have been lost, improperly hypothecated, misappropriated, *never purchased*, or even stolen, it is not always possible to provide to customers that which they expect to receive, that is, securities which they maintained in their brokerage account . . . By seeking to make customer accounts whole and returning them to customers in the form they existed on the filing date, the amendments . . . would satisfy customers' legitimate expectations . . .

S. Rep. No. 95-763, at 2 (1978) (*emphasis added*).

14. The Securities Investor Protection Corporation ("SIPC"), charged with administering SIPA, acknowledged that it was bound by the statute and the rules to satisfy the reasonable expectations of customers even when the securities had never been purchased, in the brief it submitted to the Court of Appeals for the Second Circuit as follows:

Reasonable and legitimate expectations on the filing date are controlling even where inconsistent with transaction reality. Thus, for example, where a claimant orders a securities purchase and receives a written confirmation statement reflecting that purchase, the claimant generally has a reasonable expectation that he or she holds the securities identified in the confirmation and therefore generally is entitled to recover those securities (within the limits of SIPA) even where the purchase never actually occurred and the debtor instead converted the cash deposited by the claimant to fund that purchase . . . [T]his emphasis on the reasonable and legitimate customer expectations frequently yields much greater customer protection than would be the case if the transaction reality, not the claimants expectations, were controlling, as this court's earlier opinion in this liquidation well illustrates.

Brief of the Appellant SIPC at 23-24.

15. Based on regular statements, confirmation reports and other communications received from Madoff, Mr. Shapiro, at all times reasonably believed and expected that Madoff executed such transactions and that the Shapiro Customer Account actually held such securities.

16. The Trustee's position in the Madoff case is completely inconsistent with the purpose and goals of SIPA and the position that SIPC has taken unequivocally with respect to the treatment of customers in accordance with their reasonable expectations reflected in the communications from the broker-dealer.

IV. The Trustee's Definition of "Net Equity" is Inconsistent With SIPA and SIPA Rules, Practice and Pronouncement and Case Law Interpreting the Statute and Rules.

17. The Trustee failed to set forth a legal basis for the position he has taken that he can reduce the amount of the claim by appreciation in the Shapiro Trust Customer Account, or in a prior account, or calculate the claim by counting only investment principal less withdrawals without regard to the securities reflected in the Final Madoff Statement. The Court's decision affirming the Trustee's net investment method has been appealed and a final resolution on the issue is pending, and thus, no legal basis for the method exists. The Trustee's calculation violates SIPA.

18. 15 U.S.C. § 78fff-2(b) provides that a customer's claim shall be allowed in the amount of the customer's "net equity." 15 U.S.C. § 78fff-2(b). The Trustee calculates "net equity" by reducing the principal contributed to the account less any withdrawals or appreciation, without regard to any gains reflected in the Final Madoff Statement and any prior statement delivered by Madoff to the customer. This is incorrect for the following reasons:

(a) Notwithstanding the Court's determination, the Trustee's method of calculating the customer claim is inconsistent with the language of the statute. SIPA defines a customer's net equity claim as the value of the customer's "securities positions" in the

customer's account, less any amount the customer owes the debtor, as of the date of the filing of the SIPA liquidation:

The term 'net equity' means the dollar amount of the account or accounts of a customer, to be determined by –

(A) calculating the sum which would have been owed by the debtor to such customer if the debtor had liquidated, by sale or purchase on the filing date, all securities positions of such customer . . . ; minus

(B) any indebtedness of such customer to the debtor on the filing date . . .²

15 U.S.C. § 78lll(11). The Trustee's proposed formulation has no support in the language of the statute or interpreting case law and in fact, adds words and concepts to the statute which do not exist.

(b) Notwithstanding the Court's determination, the Trustee's method is inconsistent with the Rules promulgated under SIPA. The Series 500 Rules promulgated under SIPA by SIPC provide for the classification of claims for cash or securities in accordance with the written transaction confirmations sent by the broker-dealer to the customer. 17 C.F.R. § 300.500. Pursuant to the Rule, a customer has a claim for securities if the customer has received written confirmation that the securities have been purchased or sold for the account.

(c) Notwithstanding the Court's determination, the Trustee's method is inconsistent with the legislative history of the statute. SIPA's legislative history emphasizes Congress' intention that the statute protect customer expectations by ensuring that customers of retail brokerage firms can rely on their account statements. The Madoff statements and

² The "indebtedness" of the customer to the debtor refers to cash or securities owed to the debtor, which is most often in the context of a customer having borrowed from the debtor on margin. See, e.g., H.R. Rep. No. 95-746 at 21 (1977) (describing customers owing cash or securities to the stockbroker as "margin customers"); *Rich v. NYSE*, 522 F.2d 153, 156 (2d Cir. 1975) (noting that, under the 1970 statutory regime, when there were shortages in available securities to satisfy "net equity" claims, customers received cash for their securities "less, in the case of holders of margin accounts, amounts owed" to the broker); *In re First St. Sec. Corp.*, 34 B.R. 492, 497 (Bankr. S.D. Fla. 1983) (offsetting against claim amount of indebtedness customer owed to the debtor where unauthorized stock purchase was funded in part by borrowing on margin).

confirmations sent to the Shapiro Trust indicated that it owned a list of blue chip securities. It makes no difference whether the securities were ever actually purchased.

(d) The Trustee's formula is an improper and wholly inadequate measure of loss. The Shapiro Trust deposited funds with Madoff with the expectation the amount would grow—the Shapiro Trust Customer Account statements showed such growth, and the balance on the Final Madoff Statement reflects the benefit of this bargain. In *Visconsi v. Lehman Brothers, Inc.*, No. 06-3304, 244 Fed. Appx. 708, 713-14 (6th Cir. 2007), the Court declined to set aside an arbitration award that appeared to apply an expectancy measure of damages against a successor in a Ponzi scheme case and rejected the money in / money out formula as not reflecting the expectations of the parties. *Id.* The Court explained:

Lehman's out-of-pocket theory misapprehends the harm suffered by Plaintiffs and the facts of this case. Plaintiffs gave \$21 million to Gruttaduria, not to hide under a rock or lock in a safe, but for the express purpose of investment, with a hope – indeed a reasonable expectation – that it would grow. Thus, the out-of-pocket theory, which seeks to restore to Plaintiffs only the \$21 million they originally invested less their subsequent withdrawals, is a wholly inadequate measure of damages. Had Gruttaduria invested Plaintiffs' money as requested, their funds would have likely grown immensely, especially considering that Plaintiffs invested primarily throughout the mid-1990s, which, had they hired an honest broker . . . , would have placed their money in the stock market during one of the strongest bull markets in recent memory. In fact, the fictitious statements issued by Lehman, which were designed to track Plaintiffs' funds as if they had been properly invested, indicate that Plaintiffs' accounts would have grown to more than \$37.9 million (even accounting for the withdrawal of more than \$31.3 million). Plaintiffs thus could have reasonably believed that they were entitled to the full \$37.9 million balance shown, regardless of the amounts of their previous deposits and withdrawals.

Id. This applies precisely to the Shapiro Customer Claim.

(e) Notwithstanding the Court's determination, the Trustee's Determination Letter is contrary to SIPC's own policies and practices, as reflected in the sworn

testimony of Stephen Harbeck, SIPC's president and CEO, and its actions in similar liquidation proceedings. For example, in the New Times Securities Services, Inc. ("New Times") SIPA liquidation, in the context of discussing claims filing deadlines, Harbeck acknowledged that if broker-dealer customers have been led to believe that "real existing" securities had been purchased for their accounts, then those customers are entitled to the full value of their securities positions as of the filing date, even if that value represents a substantial increase from the purported purchase price of the securities and even if the securities had never been purchased.

Harbeck testified as follows:

Harbeck: [I]f you file within sixty days, you'll get the securities, without question. Whether – if they triple in value, you'll get the securities . . . Even if they're not there.

Court: Even if they're not there.

Harbeck: Correct.

Court: In other words, if the money was diverted, converted –

Harbeck: And the securities were never purchased.

Court. Okay.

Harbeck: And if those positions triple, we will gladly give the people their securities positions.

Transcript at 37-39, *In re New Times Sec. Servs., Inc.*, No. 00-8178 (Bankr. E.D.N.Y. July 28, 2000).

Moreover, SIPC faced very similar circumstances in the New Times liquidation and took a very different position than it is taking in the Madoff case in support of the Trustee. There, the New Times Trustee's position on "net equity" was in full accord with SIPA, and thus directly contrary to the Trustee's position in this case. Specifically, with respect to any claims that were based on confirmations and account statements reflecting securities positions in "real" securities that could have been purchased (i.e., securities that actually existed on the public market and

whose valuations were objectively and publicly verifiable by the customers), the New Times Trustee allowed all such net equity claims to the full extent of the filing date valuations of those securities, even though none of the securities identified in those records had ever, in fact, been purchased by the broker-dealer.³

(f) The Trustee's determination and the Court's determination are inconsistent with the case law. The Second Circuit's discussion of SIPC's claims processing in *New Times*, the only case in this jurisdiction dealing with the issue in the Madoff case, further indicates that, with respect to customers who thought they were invested in listed securities, SIPC properly paid customer claims based on the customers' final account statements, even where the securities had never been purchased:

Meanwhile, investors who were misled . . . to believe that they were investing in mutual funds that in reality existed were treated much more favorably. Although they were not actually invested in those real funds – because Goren never executed the transactions – the information that these claimants received on their account statements mirrored what would have happened had the given transaction been executed. As a result, the Trustee deemed those customers' claims to be "securities claims" eligible to receive up to \$500,000 in SIPC advances. The Trustee indicates that this disparate treatment was justified because he could purchase real, existing securities to satisfy such securities claims. Furthermore, the Trustee notes that, if they were checking on their mutual funds, the "securities claimants," . . . could have confirmed the

³ As with Madoff Securities and Bernard Madoff, New Times and its principal, William Goren, defrauded scores of investors by providing them with confirmations and account statements reflecting purported securities investments made on their behalf when, in fact, no such investments had been made and their money had, instead, been misappropriated for other purposes. Two of the investment opportunities Goren purported to offer were: (1) money-market funds that were entirely fictitious (the "Fictitious New Age Funds"); and (2) mutual funds that were entirely real, such as those offered by The Vanguard Group and Putnam Investments (the "Real Securities"). See *In re New Times Sec. Servs., Inc.*, 371 F.3d 68, 71-72 (2d Cir. 2004) ("New Times I"). Goren's was "a classic Ponzi scheme," *id.* at 72 n.2, wherein new investors' money was used to pay earlier investors.

Approximately 900 customers filed claims in the New Times liquidation: 726 for whom the "Real Securities" were purportedly purchased; 174 for whom the "Fictitious New Age Funds" were purportedly purchased. Consistent with SIPA and its legislative history, the New Times Trustee appropriately applied SIPA's net equity definition to the "Real Securities" customers' claims – meaning he paid them according to the full value of those securities positions as of the date of the liquidation filing. When challenged by "Fictitious New Age Funds" customers who had objected that they had not received the same treatment, SIPC and the New Times Trustee (with the apparent concurrence of the SEC) vigorously defended their approach in court.

existence of those funds and tracked the funds' performance against Goren's account statements.

In re New Times Sec. Servs., 371 F.3d 68, 74 (2d Cir. 2004); *see also* Brief of Appellant SIPC at 23-24, *In re New Times Sec. Servs., Inc.*, No. 05-5527 (Dec. 30, 2005):

[R]easonable and legitimate claimant expectations on the filing date are controlling even where inconsistent with transactional reality. Thus, for example, where a claimant orders a securities purchase and receives a written confirmation statement reflecting that purchase, the claimant generally has a reasonable expectation that he or she holds the securities identified in the confirmation and therefore generally is entitled to recover those securities (within the limits imposed by SIPA), even where the purchase never actually occurred and the debtor instead converted the cash deposited by the claimant to fund that purchase . . . [T]his emphasis on reasonable and legitimate claimant expectations frequently yields much greater 'customer' protection than would be the case if transactional reality, not claimant expectations, were controlling, as this Court's earlier opinion in this liquidation well illustrates.

Shapiro is in the same position as those investors in the *New Times* case who received confirmations and statements reflecting real securities. The statements received reflected positions in various securities just as the statement in *New Times* reflected positions in securities that were never purchased.

(g) The Trustee's position in the Madoff case is contradicted, not only by SIPC's prior treatment of customers in the *New Times* case, but also by a statement that SIPC's general counsel, Josephine Wang, gave to the press on December 16, 2008 wherein Ms. Wang acknowledged that a Madoff customer is entitled to the securities in their account:

Based on a conversation with the SIPC general counsel, Josephine Wang, if clients were presented statements and had reason to believe that the securities were in fact owned, the SIPC will be required to buy these securities in the open market to make the customer whole up to \$500K each. So if Madoff client number 1234 was given a statement showing they owned 1000 GOOG shares, even if a transaction never took place, the SIPC has to buy and replace the 1000 GOOG shares.

December 16, 2008 Insiders' Blog, www.occ.treas.gov/ftp/alert/2008-37.html. This is a statement that Ms. Wang has not disavowed.

(h) The Trustee's methodology also conflicts with other federal laws. For example, Rev. Proc.2009-20, issued by Commissioner Shulman on March 17, 2009, expressly recognizes the income earned by customers, on which they paid taxes annually. Yet the Trustee's position is that the income earned by customers on their investments is not their money. In addition, some customers were required to take distribution from their retirement accounts. Yet the Trustee is deducting from their customer claim the mandatory withdrawals that the customers were required by law to take.

19. In sum, the Trustee has created his own definition of "net equity" that is not based on statutes, prior practice or case law. The procedure is designed not for the benefit of Madoff victims but rather so that the Trustee can avoid paying SIPC insurance to the thousands of Madoff investors who, like the beneficiaries of the Shapiro Customer Account, have depended upon their Madoff investments for their current and future living expenses.

20. Because of his refusal to comply with SIPA's mandate that he "promptly" satisfy customer claims based on their last statements, 15 U.S.C. § 78fff- 3(a) and 4(c), the Trustee employs a vast team of forensic accountants to pore through decades of records to determine each customer's net investment before SIPC pays any amount to a customer. Clearly, this is inconsistent with the statutory scheme and the legislative intent. The Shapiro Trust's "securities position" is readily ascertainable from the Final Madoff Statement.

V. The Trustee Has No Legal Basis For Reducing The Claim.

21. The Trustee's action in reducing the amount shown on the Shapiro Trust Customer Claim by any prior gains or withdrawals reflected on the Final Madoff Statement or prior statements is an attempt to avoid such gains without alleging any grounds for avoidance or

proving that such gains are avoidable under the Bankruptcy Code's avoidance provisions. Any such disallowance is improper and unjustified, and the Determination Letter should be stricken on that ground alone. *See Fed. R. Bankr. P.* 7001(1) & 7008. The disallowance or reduction of transfer investments from another BMIS account has no legal basis, as Shapiro took such transfer for value and without notice of impropriety or fraud.

VI. The Trustee's Reductions Are Barred By The Statute Of Limitations.

22. The Trustee's action in reducing the amount shown on the Shapiro Trust Customer Claim by gains or withdrawals from the account and any prior BMIS account from which funds were transferred is an attempt to avoid such gains and withdrawals without alleging any grounds for avoidance or proving that such gains are avoidable under the state law avoidance provisions or other theories of law. The avoidance of those gains and withdrawals have been taken well beyond any limitations period for avoidance of a claim under either state or federal law.

VII. The Trustee's Denial Is Inconsistent With SIPA.

23. SIPA provides that (a) SIPC shall pay the first \$500,000 of each customer claim, and (b) customers have an unsecured claim against customer property for the balance of their claims which is paid pro rata with other customers. *See 15 U.S.C. § 78fff-3(a)* ("In order to provide for prompt payment and satisfaction of net equity claims of customers of debtor, SIPC shall advance to the trustee [up to] \$500,000 for each customer, as may be required to pay . . . claims."); 15 U.S.C. § 78fff-2(c)(1)(B) (providing that customers of the debtor "shall share ratably in . . . customer property on the basis and to the extent of their net equities"). As evidenced by the Final Madoff Statement, the Shapiro Trust has a valid claim in the amount of \$302,636.49. Therefore, the Shapiro Trust is entitled to an advance of \$500,000 and claims against customer property for the remainder.

VIII. The Trustee Has Not Met His Burden of Proving the Net Equity Calculation.

24. The Determination Letter purports to calculate the Shapiro Trust's "net equity" on the basis of withdrawal transactions for which Shapiro has incomplete records. It is unreasonable to anticipate that customers would have access to and/or maintain all account records given (a) general limitations on record retention requirements under tax law and other applicable rules governing record retention; (b) the apparent safety and solvency of BMIS; and (c) the fact that historical records such as those in question are usually available from financial institutions, including broker-dealers, upon request. Under these circumstances, the Trustee should be required to prove the alleged withdrawal transactions by furnishing the appropriate records to the Shapiro Trust and, absent such records, such transactions should be deleted from the calculation of the Shapiro Trust's "net equity." Likewise, the Trustee should be required to prove that the deposit transactions are completely listed by furnishing the appropriate records to the Shapiro Trust.

IX. Shapiro Is Entitled To Interest On The Investments.

25. In the event that the Court should determine that customer claims should not be allowed in the amount of the Final Madoff Statement, then in the alternative, the Shapiro Trust is entitled to recover interest or appreciation on its investments based upon the following.

(i) Under New York law, which is applicable here, funds deposited with the Debtors under these circumstances are entitled to interest. *See, e.g., N.Y. C.P.L.R. § 5004; N.Y. Gen. Oblig. § 5-501, et seq.* Accordingly, the Shapiro Trust Customer Claim should be recalculated by adding interest to all funds deposited.

(ii) Under New York law, which is applicable here, customers are entitled to any returns Madoff earned on the deposited funds under principles of unjust enrichment. Accordingly, customer claims should be recalculated by adding the amounts earned by Madoff

on the customer's deposits. *See, e.g., Steinberg v. Sherman*, No. 07-1001, 2008 U.S. Dist. LEXIS 35786, at *14-15 (S.D.N.Y. May 2, 2008) ("Causes of action such as . . . conversion and unjust enrichment qualify for the recovery of prejudgment interest."); *Eighteen Holding Corp. v. Drizin*, 701 N.Y.S.2d 427, 428 (1st Dep't 2000) (awarding prejudgment interest on claims for unjust enrichment and conversion).

(iii) The Shapiro Trust is entitled to interest on its investment under federal securities laws. In *Randall v. Loftsgaarden*, 478 U.S. 647 (1986), the Supreme Court analyzed the different measures of recovery of "actual damages" for fraud, primarily including rescission and restitution. The *Randall* Court concluded that Congress intended to deter wrongdoers, and hence, that wide latitude in choosing the measure of damages was warranted. *See id.* at 664 (citing *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128, 151, 92 S.Ct. 1456, 31 L.Ed.2d 741 (1972)). The *Randall* Court continued by holding that:

This deterrent purpose is ill-served by a too rigid insistence on limiting plaintiffs to recovery of their "net economic loss."

Id. at 664 (citing *Salcer v. Envicon Equities Corp.*, 744 F.2d 935, 940 (2d Cir. 1984)).

(iv) The Shapiro Trust is entitled to an adjustment from the initial deposit in the account to reflect present day values.

RESERVATION OF RIGHTS

26. The Shapiro Trust reserves the right to revise, supplement, or amend this Objection, and any failure to object on a particular ground or grounds shall not be construed as a waiver of the Shapiro Trust's right to object on any additional grounds.

27. The Shapiro Trust reserves all rights set forth in Rule 9014, including, without limitation, rights of discovery. *See Fed. R. Bankr. P.* 9014.

28. The Shapiro Trust reserves all objections as to the competence, relevance, materiality, privilege, or admissibility of evidence in any subsequent proceeding or trial of this or any other action for any purpose whatsoever.

29. The Shapiro Trust incorporates by reference all reservations of rights set forth in the Shapiro Trust Customer Claim.

RELIEF REQUESTED

For the reasons stated herein, the Shapiro Trust Customer Claim should be allowed in its entirety in the amount of \$302,636.49, which is the amount stated on the Final Madoff Statement, plus interest from the date of the Determination Letter.

For the reasons stated herein, this Court should direct SIPC to immediately replace \$500,000 of the securities in the Shapiro Trust Customer Account based upon the values reflected on the Final Madoff Statement and/or advance Shapiro \$500,000 from the SIPC fund.

For the reasons stated herein, the Determination Letter should be stricken.

The Shapiro Trust requests such other relief as may be just and equitable.

Dated: June 7, 2010

SONNENSCHEIN NATH & ROSENTHAL LLP

By: /s/ Carole Neville
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Attorneys for Trust U/W/O Philip L. Shapiro

CERTIFICATE OF SERVICE

I, Carole Neville, hereby certify that on June 7, 2010, I caused a true and correct copy of the foregoing **Objection to Trustee's Determination of Claim** on behalf of Trust U/W/O Philip L. Shapiro to be filed electronically with the Court and served upon the parties in this action who receive electronic service through CM/ECF, and served by hand upon:

David J. Sheehan, Esq.
Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111

Dated: June 7, 2010

/s/ Carole Neville
Carole Neville

EXHIBIT A

(Determination Letter)

COPY

BERNARD L. MADOFF INVESTMENT SECURITIES LLC

In Liquidation

DECEMBER 11, 2008¹

NOTICE OF TRUSTEE'S DETERMINATION OF CLAIM

May 12, 2010

Trust U/W/O Philip L. Shapiro
Attn: Norma Shapiro

REDACTED

Dear Trust U/W/O Philip L. Shapiro:

PLEASE READ THIS NOTICE CAREFULLY.

The liquidation of the business of BERNARD L. MADOFF INVESTMENT SECURITIES LLC ("BLMIS") is being conducted by Irving H. Picard, Trustee under the Securities Investor Protection Act, 15 U.S.C. § 78aaa et seq. ("SIPA"), pursuant to an order entered on December 15, 2008 by the United States District Court for the Southern District of New York.

The Trustee has made the following determination regarding your claim on BLMIS Account No. 1S0338 designated as Claim Number 9825:

Your claim for securities is **DENIED**. No securities were ever purchased for your account.

Further, based on the Trustee's analysis, the amount of money you withdrew from your account at BLMIS (total of \$2,146,471.64), as more fully set forth in Table 1 annexed hereto and made a part hereof, is greater than the amount that was deposited with BLMIS for the purchase of

¹ Section 78III(7)(B) of SIPA states that the filing date is "the date on which an application for a protective decree is filed under 78eee(a)(3)," except where the debtor is the subject of a proceeding pending before a United States court "in which a receiver, trustee, or liquidator for such debtor has been appointed and such proceeding was commenced before the date on which such application was filed, the term 'filing date' means the date on which such proceeding was commenced." Section 78III(7)(B). Thus, even though the Application for a protective decree was filed on December 15, 2008, the Filing Date in this action is on December 11, 2008.

securities (total of \$350,315.15). As noted, no securities were ever purchased by BLMIS for your account. Any and all profits reported to you by BLMIS on account statements were fictitious.

As reflected in Table 1, certain of the transfers into or out of your account have been adjusted. As part of the Trustee's analysis of accounts, the Trustee has assessed accounts based on a money in/money out analysis (i.e., has the investor deposited more or less than he or she withdrew from BLMIS). This analysis allows the Trustee to determine which part of an account's balance is originally invested principal and which part is fictitious gains that were fabricated by BLMIS. A customer's allowed claim is based on the amount of principal in the customer's account.

Whenever a customer requested a transfer from one account to another, the Trustee analyzed whether the transferor account had principal in the account at the time of the transfer. The available principal in the account was transferred to and credited in the transferee account. Thus, the reason that the adjusted amount of transferred deposits or withdrawals in Table 1 is less than the purported transfer amount is that the transferor account did not have sufficient principal available to effectuate the full transfer. The difference between the purported transfer amount and the adjusted transfer amount is the amount of fictitious gain that was transferred to or from your account. Under the money in/money out analysis, the Trustee does not give credit for fictitious gains in settling your allowed claim.

Since there were no profits to use either to purchase securities or to pay you any money beyond the amount that was deposited into your BLMIS account, the amount of money you received in excess of the deposits in your account (\$1,796,156.49) was taken from other customers and given to you. Accordingly, because you have withdrawn more than was deposited into your account, you do not have a positive "net equity" in your account and you are not entitled to an allowed claim in the BLMIS liquidation proceeding. Therefore, your claim is **DENIED** in its entirety.

On March 1, 2010, the United States Bankruptcy Court for the Southern District of New York (Lifland, J.) issued a decision which affirmed the Trustee's Net Investment Method for determining customer claims. The final resolution of this issue is expected to be determined on appeal.

Should a final and unappealable court order determine that the Trustee is incorrect in his interpretation of "net equity" and its corresponding application to the determination of customer claims, the Trustee will be bound by that order and will apply it retroactively to all previously determined customer claims in accordance with the Court's order. Nothing in this Notice of Trustee's Determination of Claim shall be construed as a waiver of any rights or claims held by you in having your customer claim re-determined in accordance with any such Court order.

Nothing in this Notice of Trustee's Determination of Claim shall be construed as a waiver of any rights or claims held by the Trustee against you.

PLEASE TAKE NOTICE: If you disagree with this determination and desire a hearing before Bankruptcy Judge Burton R. Lifland, you **MUST** file your written opposition, setting forth the grounds for your disagreement, referencing Bankruptcy Case No. 08-1789 (BRL) and attaching

copies of any documents in support of your position, with the United States Bankruptcy Court **and** the Trustee within **THIRTY DAYS** after May 12, 2010, the date on which the Trustee mailed this notice.

PLEASE TAKE FURTHER NOTICE: If you do not properly and timely file a written opposition, the Trustee's determination with respect to your claim will be deemed confirmed by the Court and binding on you.

PLEASE TAKE FURTHER NOTICE: If you properly and timely file a written opposition, a hearing date for this controversy will be obtained by the Trustee and you will be notified of that hearing date. Your failure to appear personally or through counsel at such hearing will result in the Trustee's determination with respect to your claim being confirmed by the Court and binding on you.

PLEASE TAKE FURTHER NOTICE: You must mail your opposition, if any, in accordance with the above procedure, to each of the following addresses:

Clerk of the United States Bankruptcy Court for
the Southern District of New York
One Bowling Green
New York, New York 10004

and

Irving H. Picard, Trustee
c/o Baker & Hostetler LLP
45 Rockefeller Plaza
New York, New York 10111



Irving H. Picard

Trustee for the Liquidation of the Business of
Bernard L. Madoff Investment Securities LLC

cc: Carole Neville, Esq.
Sonnenschein Nath & Rosenthal, LLP
1221 Avenue of the Americas, 25th Floor
New York, NY 10020

- Table 1 -

DEPOSITS

DATE	TRANSACTION DESCRIPTION	AMOUNT	ADJUSTED AMOUNT
7/10/1997	TRANS FROM 1S007210	\$948,452.88	\$0.00
10/16/1997	CHECK	\$20,000.00	\$20,000.00
11/12/1997	CHECK	\$90,000.00	\$90,000.00
4/2/1998	CHECK	\$50,000.00	\$50,000.00
8/4/1998	CHECK	\$50,000.00	\$50,000.00
12/14/1999	CHECK	\$50,000.00	\$50,000.00
3/8/2002	CHECK	\$10,000.00	\$10,000.00
3/11/2002	CXL CHECK	(\$10,000.00)	(\$10,000.00)
1/28/2004	CHECK	\$61,984.65	\$61,984.65
3/23/2004	CHECK	\$28,330.50	\$28,330.50
Total Deposits:		\$1,298,768.03	\$350,315.15

WITHDRAWALS

DATE	TRANSACTION DESCRIPTION	AMOUNT	ADJUSTED AMOUNT
10/1/1997	CHECK	(\$30,000.00)	(\$30,000.00)
10/28/1997	CHECK	(\$33,700.63)	(\$33,700.63)
11/3/1997	CHECK RETURNED	\$33,700.63	\$33,700.63
1/13/1998	CHECK	(\$48,462.49)	(\$48,462.49)
4/8/1998	CHECK	(\$54,664.81)	(\$54,664.81)
7/9/1998	CHECK	(\$58,133.95)	(\$58,133.95)
10/9/1998	CHECK	(\$32,123.45)	(\$32,123.45)
1/13/1999	CHECK	(\$62,638.79)	(\$62,638.79)
4/13/1999	CHECK	(\$55,280.86)	(\$55,280.86)
7/8/1999	CHECK	(\$84,448.96)	(\$84,448.96)
10/8/1999	CHECK	(\$38,249.33)	(\$38,249.33)
1/6/2000	CHECK	(\$46,464.66)	(\$46,464.66)
4/7/2000	CHECK	(\$66,790.72)	(\$66,790.72)
7/7/2000	CHECK	(\$40,574.84)	(\$40,574.84)
10/11/2000	CHECK	(\$27,633.97)	(\$27,633.97)
1/10/2001	CHECK	(\$24,636.62)	(\$24,636.62)
4/6/2001	CHECK	(\$59,550.09)	(\$59,550.09)
7/9/2001	CHECK	(\$40,434.11)	(\$40,434.11)
10/9/2001	CHECK	(\$27,550.71)	(\$27,550.71)
1/11/2002	CHECK	(\$42,387.66)	(\$42,387.66)
4/10/2002	CHECK	(\$15,211.21)	(\$15,211.21)
7/8/2002	CHECK	(\$54,378.30)	(\$54,378.30)
8/22/2002	CHECK	(\$995,437.53)	(\$995,437.53)
10/7/2002	CHECK	(\$64,716.51)	(\$64,716.51)
1/10/2003	CHECK	(\$3,741.25)	(\$3,741.25)
4/9/2003	CHECK	(\$4,591.86)	(\$4,591.86)
7/8/2003	CHECK	(\$5,476.75)	(\$5,476.75)
10/9/2003	CHECK	(\$7,191.53)	(\$7,191.53)

1/8/2004	CHECK	(\$3,045.93)	(\$3,045.93)
2/12/2004	CHECK	(\$1,026.00)	(\$1,026.00)
4/8/2004	CHECK	(\$3,683.56)	(\$3,683.56)
7/7/2004	CHECK	(\$9,212.80)	(\$9,212.80)
10/7/2004	CHECK	(\$7,329.00)	(\$7,329.00)
1/7/2005	CHECK	(\$5,910.29)	(\$5,910.29)
4/7/2005	CHECK	(\$6,048.82)	(\$6,048.82)
7/7/2005	CHECK	(\$6,444.66)	(\$6,444.66)
10/7/2005	CHECK	(\$5,888.30)	(\$5,888.30)
1/9/2006	CHECK	(\$9,322.80)	(\$9,322.80)
3/24/2006	CHECK	(\$2,470.00)	(\$2,470.00)
4/7/2006	CHECK	(\$7,579.95)	(\$7,579.95)
7/10/2006	CHECK	(\$8,367.31)	(\$8,367.31)
10/6/2006	CHECK	(\$14,581.24)	(\$14,581.24)
1/8/2007	CHECK	(\$7,421.34)	(\$7,421.34)
3/27/2007	CHECK	(\$2,650.00)	(\$2,650.00)
4/4/2007	CHECK	(\$6,562.35)	(\$6,562.35)
7/6/2007	CHECK	(\$8,520.60)	(\$8,520.60)
10/4/2007	CHECK	(\$9,028.22)	(\$9,028.22)
1/8/2008	CHECK	(\$7,482.06)	(\$7,482.06)
4/7/2008	CHECK	(\$3,663.12)	(\$3,663.12)
7/7/2008	CHECK	(\$13,903.24)	(\$13,903.24)
10/6/2008	CHECK	(\$4,559.09)	(\$4,559.09)
10/21/2008	CHECK	(\$1,000.00)	(\$1,000.00)
Total Withdrawals:		(\$2,146,471.64)	(\$2,146,471.64)
Total deposits less withdrawals:		(\$847,703.61)	(\$1,796,156.49)

EXHIBIT B

(Final Madoff Statement)

COPY

CUSTOMER CLAIM

Claim Number _____

Date Received _____

BERNARD L. MADOFF INVESTMENT SECURITIES LLC **RECEIVED**

In Liquidation

JUN 17 2009

DECEMBER 11, 2008

Irving H. Picard, Esq.
Trustee for Bernard L. Madoff Investment Securities LLC
Claims Processing Center
2100 McKinney Ave., Suite 800
Dallas, TX 75201

Provide your office and home telephone no.

OFFICE: (212) 768-6889

HOME: _____

Taxpayer I.D. Number (Social Security No.)

Account Number: 1-S0338-3 & 1-S0338-4

Trust U/W/O Philip L. Shapiro
Attn: Norma Shapiro

REDACTED

(If incorrect, please change)

NOTE: BEFORE COMPLETING THIS CLAIM FORM, BE SURE TO READ CAREFULLY THE ACCOMPANYING INSTRUCTION SHEET. A SEPARATE CLAIM FORM SHOULD BE FILED FOR EACH ACCOUNT AND, TO RECEIVE THE FULL PROTECTION AFFORDED UNDER SIPA, ALL CUSTOMER CLAIMS MUST BE RECEIVED BY THE TRUSTEE ON OR BEFORE March 4, 2009. CLAIMS RECEIVED AFTER THAT DATE, BUT ON OR BEFORE July 2, 2009, WILL BE SUBJECT TO DELAYED PROCESSING AND TO BEING SATISFIED ON TERMS LESS FAVORABLE TO THE CLAIMANT. PLEASE SEND YOUR CLAIM FORM BY CERTIFIED MAIL - RETURN RECEIPT REQUESTED.

1. Claim for money balances as of December 11, 2008 :
a. The Broker owes me a Credit (Cr.) Balance of \$ _____
b. I owe the Broker a Debit (Dr.) Balance of \$ _____

c. If you wish to repay the Debit Balance,
please insert the amount you wish to repay and
attach a check payable to "Irving H. Picard, Esq.,
Trustee for Bernard L. Madoff Investment Securities LLC."
If you wish to make a payment, **it must be enclosed**
with this claim form. \$ _____

d. If balance is zero, insert "None." _____ NONE

2. Claim for securities as of December 11, 2008:

PLEASE DO NOT CLAIM ANY SECURITIES YOU HAVE IN YOUR POSSESSION.

	YES	NO
a. The Broker owes me securities	✓	_____
b. I owe the Broker securities	_____	✓
c. If yes to either, please list below:		

Date of Transaction (trade date)	Name of Security	Number of Shares or Face Amount of Bonds	
		The Broker Owes Me (Long)	I Owe the Broker (Short)
SEE STATEMENT DATED NOVEMBER 30, 2008		✓	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Proper documentation can speed the review, allowance and satisfaction of your claim and shorten the time required to deliver your securities and cash to you. Please enclose, if possible, copies of your last account statement and purchase or sale confirmations and checks which relate to the securities or cash you claim, and any other documentation, such as correspondence, which you believe will be of assistance in processing your claim. In particular, you should provide all documentation (such as cancelled checks, receipts from the Debtor, proof of wire transfers, etc.) of your deposits of cash or securities with the Debtor from as far back as you have documentation. You should also provide all documentation or

information regarding any withdrawals you have ever made or payments received from the Debtor.

Please explain any differences between the securities or cash claimed and the cash balance and securities positions on your last account statement. If, at any time, you complained in writing about the handling of your account to any person or entity or regulatory authority, and the complaint relates to the cash and/or securities that you are now seeking, please be sure to provide with your claim copies of the complaint and all related correspondence, as well as copies of any replies that you received.

PLEASE CHECK THE APPROPRIATE ANSWER FOR ITEMS 3 THROUGH 9.

NOTE: IF "YES" IS MARKED ON ANY ITEM, PROVIDE A DETAILED EXPLANATION ON A SIGNED ATTACHMENT. IF SUFFICIENT DETAILS ARE NOT PROVIDED, THIS CLAIM FORM WILL BE RETURNED FOR YOUR COMPLETION.

	<u>YES</u>	<u>NO</u>
3. Has there been any change in your account since December 11, 2008? If so, please explain.	_____	✓
4. Are you or were you a director, officer, partner, shareholder, lender to or capital contributor of the broker?	_____	✓
5. Are or were you a person who, directly or indirectly and through agreement or otherwise, exercised or had the power to exercise a controlling influence over the management or policies of the broker?	_____	✓
6. Are you related to, or do you have any business venture with, any of the persons specified in "4" above, or any employee or other person associated in any way with the broker? If so, give name(s)	_____	✓
7. Is this claim being filed by or on behalf of a broker or dealer or a bank? If so, provide documentation with respect to each public customer on whose behalf you are claiming.	_____	✓
8. Have you ever given any discretionary authority to any person to execute securities transactions with or through the broker on your behalf? Give names, addresses and phone numbers.	_____	✓

9. Have you or any member of your family ever filed a claim under the Securities Investor Protection Act of 1970? if so, give name of that broker. _____ ✓

Please list the full name and address of anyone assisting you in the preparation of this claim form: Carole Neville, Sonnenschein Nath & Rosenthal LLP, 1221 Avenue of the Americas, 25th Floor, New York, NY 10020.

If you cannot compute the amount of your claim, you may file an estimated claim. In that case, please indicate your claim is an estimated claim.

IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT MORE THAN FIVE YEARS OR BOTH.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF. *

Date 6/17/09 Signature Worma Shores

Date _____ Signature _____

(If ownership of the account is shared, all must sign above. Give each owner's name, address, phone number, and extent of ownership on a signed separate sheet. If other than a personal account, e.g., corporate, trustee, custodian, etc., also state your capacity and authority. Please supply the trust agreement or other proof of authority.)

This customer claim form must be completed and mailed promptly, together with supporting documentation, etc. to:

Irving H. Picard, Esq.,
Trustee for Bernard L. Madoff Investment Securities LLC
Claims Processing Center
2100 McKinney Ave., Suite 800
Dallas, TX 75201

* This form includes and incorporates in full the attached Addendum. Customer reserves the right to amend the claim for any purpose, including without limitation, to add interest, costs and other losses associated with this account.

ADDENDUM

Customer: Trust U/W/O Philip L. Shapiro
Attn: Norma Shapiro

Address:

REDACTED

Account #: 1-S0338-3
1-S0338-4

November 30, 2008 Statement – Closing balance net equity \$302,636.49

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London
MADOFF

DUPLICATE FOR ACCOUNT TRUST U/W/C PHILIP E. SHAPIRO
DORIS SHAW
SHAW & DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343

REDACTED

1-50338-3-0
YOUTH ACCOUNT NUMBER

11/30/08
POSTDATE

11/30/08
TODAY'S DATE IDENTIFICATION NUMBER

1
PUBREC

Affiliated with
Madoff Securities International Limited
12 Belgrave Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TICK	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12				BALANCE FORWARD		17,774.39	
11/12	252			WELLS FARGO & CO NEW	29.800	7,519.60	
11/12	180			HEWLETT PACKARD CO	34.900	6,289.00	
11/12	156			WAL-MART STORES INC	55.830	8,715.48	
11/12	102			INTERNATIONAL BUSINESS MACHS	87.270	8,905.54	
11/12	378			EXXON MOBIL CORP	72.880	27,553.64	
11/12	414			INTEL CORP	14.510	6,023.14	
11/12	198			JOHNSON & JOHNSON	59.580	11,803.84	
11/12	270			J.P. MORGAN CHASE & CO	38.530	10,413.10	
11/12	144			COCA COLA CO	44.660	6,943.604	
11/12	84			MCDONALDS CORP	55.370	4,654.08	
11/12	156			MERCK & CO	28.550	4,459.80	
11/12	570			MICROSOFT CORP	21.810	12,453.70	
11/12	288			ORACLE CORPORATION	17.300	4,993.40	
11/12	114			PEPSICO INC	56.410	6,434.74	
11/12	66			APPLE INC	100.780	6,653.48	
11/12	486			PFIZER INC	16.940	8,251.84	
11/12	114			ABBOTT LABORATORIES	54.610	6,229.54	
11/12	216			PROCTER & GAMBLE CO	64.080	13,849.28	
11/12	78			AMGEN INC	59.150	4,617.48	
11/12	150			PHILLIP MORRIS INTERNATIONAL	43.600	5,546.00	
11/12	360			BANK OF AMERICA	21.590	7,786.40	
11/12	120			QUALCOMM INC	33.770	4,056.40	
11/12	390			CITI GROUP INC	12.510	4,893.90	

CONTINUED ON PAGE 2



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

DUPLICATE FOR ACCOUNT TRUST U/W/O PHILIP (212) 838-1081
DORTS SHAW
SHAW & DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343

REDACTED

1-50339-3-0
Value Addendum Number

11/30/08
Printed Date

Value Tax Paid Identification Number

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8JT
Tel 020 7493 6222

DATE	BOUGHT RECEIVED	BOUGHT DELIVERED	TICKER	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12	90		74478	SCHLUMBERGER LTD	49.480	49456.20	
11/12	216		74980	COMCAST CORP	16.510	3,574.16	
11/12	426		CL A				
11/12	108		78804	AT&T INC	27	11,519.00	
11/12	72		79306	CONOCOPHILIPS	52.510	5,675.03	
11/12			83130	UNITED PARCEL SVC INC	52.040	3,749.88	
11/12			CLASS B				
11/12	438		83632	CISCO SYSTEMS INC	16.730	7,344.74	
11/12	126		87456	U S BANCORP	29.530	3,725.78	
11/12	150		8795B	CHEVRON CORP	73.430	11,020.50	
11/12	72		91782	UNITED TECHNOLOGIES CORP	53.160	3,829.52	
11/12	762		92284	GENERAL ELECTRIC CO	19.630	14,988.06	
11/12	204		96108	VERTIZON COMMUNICATIONS	30.410	6,211.64	
11/12	18		96610	GOOGLE	337.400	6,073.20	
11/12			23044	U S TREASURY BILL DUE 2/12/2009	99.936	274,824.00	
11/12				2/12/2009			
11/12			FIDELITY SPARTAN	DIV			
11/12			U S TREASURY MONEY MARKET				
11/12			DIV 11/12/08				
11/12	22,473		18145	FIDELITY SPARTAN	1	7.99	
11/12	27513		27513	FIDELITY SPARTAN	1	22,473.00	
11/19	24,377			U S TREASURY MONEY MARKET	DIV		
				FIDELITY SPARTAN			
				U S TREASURY MONEY MARKET			
				DIV 11/19/08			
				CONTINUED ON PAGE 3			

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London
MADOFF

DUPLICATE FOR ACCOUNT TRUST U/W/N PHL [REDACTED]
DORIS SHAW FAX (212) 838-4061
SHAW E DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8JT
Tel 020 7493 6222

REDACTED

1-50338-3-0

11/30/08

11/30/08

3

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TICK	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19			24,377	52994 FIDELITY SPARTAN	1		24,377.00
11/19	25,000		57525	U S TREASURY MONEY MARKET U S TREASURY BILL DUE 03/26/2009	99.926	24,981.50	
			62032	FIDELITY SPARTAN U S TREASURY MONEY MARKET	3/26/2009		
			17,374	NEW BALANCE	1	17,374.00	
				SECURITY POSITIONS	MKT PRICE		
				AT&T INC	28.560		
				ABBOTT LABORATORIES	52.390		
				AMGEN INC	55.540		
				APPLE INC	92.670		
				BANK OF AMERICA	16.250		
				CHEVRON CORP	79.010		
				CISCO SYSTEMS INC	16.540		
				CITI GROUP INC	8.290		
				COCA COLA CO	46.870		
				COMCAST CORP	17.340		
				CL A			
				CONOCOPHILIPS			
				EXXON MOBIL CORP			
				GENERAL ELECTRIC CO			
				CONTINUED ON PAGE	4		

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

DUPLICATE FOR ACCOUNT TRUST U/W/O PHILIP E. SHAPIRO
DORIS SHAW & DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343

Fax (212) 388-4961

REDACTED

1-50338-3-0

11/30/08

4

Affiliated with
Maooff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TICK	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	18			GOOGLE	292.960		
180				HEWLETT PACKARD CO	35.280		
414				INTEL CORP	13.800		
102				INTERNATIONAL BUSINESS MACHS	81.600		
270				J.P. MORGAN CHASE & CO	31.660		
198				JOHNSON & JOHNSON	58.580		
84				MCDONALDS CORP	58.750		
156				MERCK & CO	26.720		
570				MICROSOFT CORP	20.220		
288				ORACLE CORPORATION	16.090		
114				PEPSICO INC	56.700		
486				PfTZER INC	16.430		
150				PHILLIP MORRIS INTERNATIONAL	47.160		
216				PROCTER & GAMBLE CO	64.350		
120				QUALCOMM INC	33.570		
90				SCHLUMBERGER LTD	50.740		
17,374				FIDELITY SPARTAN	1		
				U S TREASURY MONEY MARKET			
				U S BANCORP			
				UNITED PARCEL SVC INC			
				CLASS B			
				U S TREASURY BILL			
				DUE 03/26/2009			
				3/26/2009			
				UNITED TECHNOLOGIES CORP			
				CONTINUED ON PAGE 5			



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

DUPLICATE FOR ACCOUNT TRUST U/W/O PHILIP E. SHABYR
DORIS SHAW
SHAW & DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
FAX (212) 543-4781

REDACTED

1-50338-3-0
11/30/09
5

11/30/09

11/30/09

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TICK	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	204	156		VERIZON COMMUNICATIONS	32.650		
	252			WAL-MART STORES INC	55.830		
				WELLS FARGO & CO NEW	28.890		
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
					306,716.49		

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London
MADOF

DUPLICATE FOR ACCOUNT TRUST U/W/O PHILIP E. SHAW (12388781)
DORIS SHAW
SHAW & DUGAN

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343

Affiliated with
Maddoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8JT
Tel 020 7493 8222

REDACTED

1-50338-3-0

11/30/08

6

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TICKET NUMBER	DESCRIPTION	PRICE ON SYMBOL	AMOUNT DEBITTED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY		2,015.73	2,283,368.91
				DIVIDENDS			
				GROSS PROCEEDS FROM SALES			

MADOFF
INVESTMENT SECURITIES LLC
New York London

DUPLICATE
DORIS SHAW
SHAW E DUGAN

655 Lincoln Avenue
New York, NY 10022-2424
(212) 230-2424
800 334-1343

REDACTED

YOUNG ADULT LIBRARY
1-50338-4-0

11/30/08

DATE	BOUGHT RECEIVED	SOLD DELIVERED	TIN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITTED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12				BALANCE FORWARD			17,775.00
11/12	6	44196		S E P 100 INDEX NOVEMBER 460 CALL	15.800		9,474.00
		48522		S E P 100 INDEX NOVEMBER 450 PUT	17.800		
11/19	6	34626		S E P 100 INDEX DECEMBER 430 CALL	26		15,594.00
11/19	6	38951		S E P 100 INDEX DECEMBER 420 PUT	30		
11/19	6	43276		S E P 100 INDEX NOVEMBER 460 CALL	3		
11/19	6	47601		S E P 100 INDEX NOVEMBER 450 PUT	37		
				NEW BALANCE			34,539.00
				SECURITY POSITIONS			
				S E P 100 INDEX DECEMBER 430 CALL	MKT PRICE 23.300		
				S E P 100 INDEX DECEMBER 420 PUT	16.500		
				MARKET VALUE OF SECURITIES			
				LNG SHORT			
				9,900.00	13,980.00-		